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**Exhibit 1**  
**Proposed Final Cash Management Order**

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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**- and -**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11  
(Lead Case)  
(Jointly Administered)

**[PROPOSED] FINAL ORDER PURSUANT TO 11  
U.S.C. §§ 105(a), 345(b), 363(b), AND 363(c), AND  
FED. R. BANKR. P. 6003 AND 6004  
(I) AUTHORIZING DEBTORS TO  
(A) CONTINUE THEIR EXISTING CASH  
MANAGEMENT SYSTEM, (B) HONOR  
CERTAIN PREPETITION OBLIGATIONS  
RELATED TO THE USE THEREOF,  
(C) CONTINUE INTERCOMPANY  
ARRANGEMENTS, (D) CONTINUE TO HONOR  
OBLIGATIONS RELATED TO JOINT  
INFRASTRUCTURE PROJECTS, AND  
(E) MAINTAIN EXISTING BANK ACCOUNTS  
AND BUSINESS FORMS; AND (II) WAIVING  
THE REQUIREMENTS OF 11 U.S.C. § 345(b)**

Upon the Motion, dated January 29, 2019 (the “**Motion**”),<sup>1</sup> of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to sections 105(a), 345(b), 363(b), and 363(c) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), requesting interim and final authority to (i) (a) continue operating their existing cash management system (the “**Cash Management System**”), as described in the Motion, including the continued maintenance of existing bank accounts at the Debtors’ banks (the “**Banks**”), (b) honor certain prepetition obligations related to the Cash Management System, (c) continue certain intercompany arrangements among the Debtors and certain non-Debtor affiliates and subsidiaries (the “**Non-Debtor Affiliates and Subsidiaries**”), (d) continue to honor all obligations with respect to certain Joint Infrastructure Projects, and (e) maintain existing business forms; and (ii) waive the requirements of section 345(b) of the Bankruptcy Code to the extent they apply to any of the Bank Accounts, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District of California; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and determined that notice of the Motion as provided to the parties listed therein is reasonable and sufficient, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion and the Wells Declaration (as amended on February 2, 2019 [Docket No. 263]); and this Court having held hearings to consider the relief requested in the Motion on an interim and final basis; and this Court having previously entered an order granting interim relief with respect to the Motion [Docket No. 209]; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it

<sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

1 appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates,  
2 creditors, shareholders, and all parties in interest; and upon all of the proceedings had before this Court  
3 and after due deliberation and sufficient cause appearing therefor,

4 **IT IS HEREBY ORDERED THAT:**

5 1. The Motion is granted on final basis, as provided herein.

6 2. The Debtors are authorized, but not directed, to continue to (a) maintain and manage  
7 their cash pursuant to the Cash Management System in the same manner as before the Petition Date,  
8 (b) collect and disburse cash in accordance with the Cash Management System, including  
9 Intercompany Transactions between and among the Debtors and other Non-Debtor Affiliates and  
10 Subsidiaries, (c) perform and honor all prepetition amounts owing under the PG&E Corp. CSA, the  
11 Non-Debtor CSAs, the Stan-Pac Operating Agreement, the Gill Ranch Operating Agreements, and the  
12 Joint Infrastructure Projects, in the ordinary course, and (d) make ordinary course changes to their Cash  
13 Management System, without further order of the Court.

14 3. Each of the Banks is authorized, but not directed, to continue to honor transfers of funds  
15 in the Bank Accounts.

16 4. The Debtors shall maintain accurate records of all transfers within the Cash Management  
17 System and among the Debtors and Non-Debtor Affiliates and Subsidiaries so that all postpetition  
18 transfers and transactions shall be adequately and promptly documented in, and readily ascertainable  
19 from, their books and records, to the same extent maintained by the Debtors before the Petition Date.

20 5. The Debtors are further authorized to (i) designate, maintain, and continue to use any or  
21 all of its existing Bank Accounts, including those listed on **Schedule 1** hereto, in the names and with  
22 the account numbers existing immediately before the Petition Date, (ii) deposit funds in, and withdraw  
23 funds from, such accounts by all usual means, including, without limitation, checks, wire transfers,  
24 ACH transfers, and other debits, (iii) pay any Bank Fees or other charges associated with the Bank  
25 Accounts, whether arising before or after the Petition Date, and (iv) treat their prepetition Bank  
26 Accounts for all purposes as debtor in possession accounts.

27 6. The Debtors are authorized to open new bank accounts; *provided that*, all accounts  
28 opened by the Debtors on or after the Petition Date at any bank shall, for purposes of this Final Order,

1 be deemed a Bank Account as if it had been listed on **Schedule 1** annexed hereto; *provided, further,*  
2 that such opening shall be timely indicated on the Debtors' monthly operating reports and notice of  
3 such opening shall be provided to the United States Trustee.

4 7. All Banks with which the Debtors maintained Bank Accounts are authorized to debit the  
5 Debtors' accounts in the ordinary course of business without the need for further order of this Court  
6 for: (i) all checks or other items deposited in the Debtors' accounts with such Bank prior to the Petition  
7 Date which have been dishonored or returned unpaid for any reason, together with any fees and costs  
8 in connection therewith, to the same extent the Debtors were responsible for such items prior to the  
9 Petition Date, and (ii) all undisputed prepetition amounts outstanding as of the date hereof, if any, owed  
10 to any Bank as Bank Fees for the maintenance of or in connection with the Cash Management System,  
11 which shall include all amounts owed by the Debtors to any Bank to repay or reimburse such Bank in  
12 connection with ordinary course ACH transactions executed on behalf of or for the accounts of the  
13 Debtors.

14 8. The Banks are authorized to charge, and the Debtors are authorized and directed to pay,  
15 honor, or allow, both prepetition and postpetition fees, costs, charges, and expenses, including the Bank  
16 Fees and charge back returned items to the Bank Accounts in the ordinary course.

17 9. The Debtors are authorized and directed to pay, honor, or allow, both prepetition and  
18 postpetition Payment Processing Fees in the ordinary course.

19 10. The Banks shall not be liable to any party on account of: (i) following the Debtors'  
20 representations, instructions, or presentations as to any order of the Court (without any duty of further  
21 inquiry); (ii) the honoring of any prepetition checks, drafts, wires, or ACH transfers in a good faith  
22 belief or upon a representation by the Debtors that the Court has authorized such prepetition check,  
23 draft, wires, or ACH transfers; or (iii) an innocent mistake made despite implementation of reasonable  
24 handling procedures.

25 11. Nothing contained herein shall prevent the Debtors from closing any Bank Account(s)  
26 in the ordinary course and in accordance with their prepetition practices as they may deem necessary  
27 and appropriate, any relevant Bank is authorized to honor the Debtors' requests to close such Bank  
28 Accounts, and the Debtors shall give notice of the closure of any account to the United States Trustee.

1 12. [The requirements of section 345(b) of the Bankruptcy Code and the UST Guidelines  
2 are hereby waived.]

3 13. The Debtors are authorized to use their existing Business Forms and not print “debtor in  
4 possession” on any of their Business Forms, and any otherwise applicable requirement that the Debtors  
5 print “debtor in possession” on any new checks ordered during the Chapter 11 Cases, or that the  
6 Debtors change their system for electronic generation of checks and Business Forms to reflect their  
7 status as debtors in possession, is hereby waived.

8 14. Nothing contained in this Final Order or in the Motion is intended to be or shall be  
9 construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver of the  
10 Debtors’ or any appropriate party in interest’s rights to dispute any claim, or (c) an approval or  
11 assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy  
12 Code. Likewise any payment made pursuant to this Final Order is not intended to be and shall not be  
13 construed as an admission to the validity of any claim or a waiver of the Debtors’ rights to dispute such  
14 claim subsequently.

15 15. Notwithstanding entry of this Final Order, nothing herein shall create, nor is intended to  
16 create, any rights in favor of or enhance the status of any claim held by, any party.

17 16. Notwithstanding the provisions of Bankruptcy Rule 6004(h), this Final Order shall be  
18 immediately effective and enforceable upon its entry.

19 17. The Debtors are authorized to take all steps necessary or appropriate to carry out this  
20 Final Order.

21 18. This Court shall retain jurisdiction to hear and determine all matters arising from or  
22 related to the implementation, interpretation, or enforcement of this Final Order.

23 \*\* END OF ORDER \*\*  
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**Schedule 1**

<b>Bank Name</b>	<b>Debtor</b>	<b>Account Type</b>	<b>Description</b>	<b>Account No. (Last 4 Digits)</b>
The Bank of New York Mellon	Pacific Gas & Electric Company	Brokerage	Brokerage Account	XXX8400
The Bank of New York Mellon	Pacific Gas & Electric Company	Brokerage	Brokerage Account - VPDI	XXX8400
Bank of America	Pacific Gas & Electric Company	Campground Collection	Campground Receipts	XXX2302
U.S. Bank	Pacific Gas & Electric Company	Campground Collection	Campground Receipts	XXX2311
Citibank N. A.	Pacific Gas & Electric Company	Collection - Non energy billing	Non-Energy Receipts	XXX0901
Citigroup Global Markets	Pacific Gas & Electric Company	CP Settlement	Brokerage Account	XXX6473
Bank of America	Pacific Gas & Electric Company	Customer Depository	Customer Receipts	XXX0817
Citibank N. A.	Pacific Gas & Electric Company	Customer Depository	Customer Receipts	XXX1958
The Bank of New York Mellon	Pacific Gas & Electric Company	Customer Depository	Customer Receipts	XXX5477
The Bank of New York Mellon	Pacific Gas & Electric Company	Customer Depository	Customer Receipts	XXX7822
Union Bank of California	Pacific Gas & Electric Company	Customer Depository	Concentration Account for Customer Receipts	XXX5581
The Bank of New York Mellon	Pacific Gas & Electric Company	Customer Refund and Rebate Disbursement	Customer Receipts and Disbursements	XXX3044
The Bank of New York Mellon	Pacific Gas & Electric Company	Customer Refund and Rebate Disbursement	Customer refunds	XXX3532
The Bank of New York Mellon	Pacific Gas & Electric Company	Disability Disbursement	Employee Benefits	XXX8544
The Bank of New York Mellon	Pacific Gas & Electric Company	Disbursement	Gill Ranch	XXX4122
Royal Bank of Canada	Pacific Gas & Electric Company	Gas Purchase Disbursement	Canadian Currency Exchange	XXX0446

Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
The Bank of New York Mellon	Pacific Gas & Electric Company	Land Draft Disbursement	Other Operating	XXX0143
Citibank N. A.	Pacific Gas & Electric Company	Outside Collection	Customer Receipts	XXX2316
Bank of America	Pacific Gas & Electric Company	Payroll Disbursement	Payroll	XXX7115
Bank of America	Pacific Gas & Electric Company	Utility Concentration	Concentration account BofA	XXX3212
Citibank N. A.	Pacific Gas & Electric Company	Utility Concentration	Securities Settlement Account (CP)	XXX2091
The Bank of New York Mellon	Pacific Gas & Electric Company	Utility Master Concentration	Concentration account at BNY Mellon (Utility)	XXX9994
The Bank of New York Mellon	Pacific Gas & Electric Company	Vendor Disbursement	Vendor and employee payments	XXX9978
The Bank of New York Mellon	PG&E Corporation	Brokerage	Brokerage Account	XXX8400
Bank of America	PG&E Corporation	Payroll Disbursement	Payroll	XXX7981
Bank of America	PG&E Corporation	Payroll Disbursement	Payroll	XXX7107
The Bank of New York Mellon	PG&E Corporation	Payroll Disbursement	Payroll	XXX9946
Union Bank of California	PG&E Corporation	Payroll Disbursement	Employee payments	XXX9557
The Bank of New York Mellon	PG&E Corporation	PG&E Concentration	Concentration account at BNY Mellon (Corp)	XXX9023
The Bank of New York Mellon	PG&E Corporation	Vendor Disbursement	Vendor and employee payments	XXX4558
The Bank of New York Mellon	Pacific Gas & Electric Company	Disbursement	PG&E Credit Assurance Account	XXX9990
Bank of America	Pacific Gas & Electric Company	Payroll Disbursement	Payroll	XXX1675
Deutsche Bank Trust	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8541



Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
Company Americas				
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5410
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5411
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5412
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5413
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5414
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5415
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5416
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8542
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8543
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8544
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8545

Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8546
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8547
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8548
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX8549
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX4310
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX4311
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX4312
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5436
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5437
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5438
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5501
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5010

Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5011
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5012
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5013
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5014
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5015
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5016
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5017
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5018
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5019
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5502
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5020
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5021

Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5022
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5023
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5024
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5503
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5504
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5505
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5506
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5507
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5508
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX5509
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX3871
Bank of America	Pacific Gas & Electric Company	Asbestos Disbursement	Other Operating	XXX2988

Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX4XL9
Deutsche Bank Trust Company Americas	Pacific Gas & Electric Company	Disbursement	Tax Exempt Bonds	XXX7110
The Bank of New York Mellon	Pacific Gas & Electric Company	Disbursement	Payroll	XXX4017
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX8000
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX9000
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX6000
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX8100
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX3500
U. S. Bank N.A. Global Corporate Trust Services	Pacific Gas & Electric Company	Disbursement	Escrow	XXX9500
Citibank N. A.	PG&E Corporation	Commercial Paper Program	Securities Settlement Account (CP)	XXX9167
Bank of Marin	PG&E Corporation	Disbursement	PG&E Political Action Committee	XXX0132
Bank of Marin	PG&E Corporation	Disbursement	PG&E Political Action Committee	XXX0140

Bank Name	Debtor	Account Type	Description	Account No. (Last 4 Digits)
Fidelity Management Trust Company	PG&E Corporation	Disbursement	Trust Account	XXX0137
Wells Fargo Bank N.A.	PG&E Corporation	Disbursement	Trust Account	XXX5300
Wells Fargo Bank N.A.	PG&E Corporation	Disbursement	Trust Account	XXX5400
Wells Fargo Bank N.A.	Pacific Gas & Electric Company	Disbursement	Trust Account	XXX9578
Bank of America	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0X30
Barclays Capital Inc.	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX1362
BNP Paribas	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0652
Citigroup Global Markets	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0473
Goldman, Sachs & Co	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0609
JP Morgan Chase Bank, N.A.	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0698
Merrill Lynch	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0X30
Mitsubishi UFJ Securities USA, INC.	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX0189
Morgan Stanley / ISG Operations	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX4966
RBC Capital Markets	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX2226
Royal Bank of Scotland	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX2141
Wells Fargo Securities, LLC	PG&E Corporation	Disbursement	Continuous Equity Offering	XXX7221

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*Proposed Attorneys for Debtors  
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

PACIFIC GAS AND ELECTRIC  
COMPANY,

Debtors.

~~☐ Affects PG&E Corporation~~  
~~☐ Affects Pacific Gas and Electric Company~~  
~~x Affects both Debtors~~  
*\* All papers shall be filed in the Lead Bankruptcy Case;*  
No. 19-30088 (DM). ~~Bankruptcy Case~~  
~~No. 19-30088 (DM)~~  
Chapter 11  
(Lead Case)  
(Jointly Administered) **INTERIM**

**[PROPOSED] FINAL ORDER PURSUANT TO  
11 U.S.C. §§ 105(a), 345(b), 363(b), AND 363(c),  
AND FED. R. BANKR. P. 6003 AND 6004  
(I) AUTHORIZING DEBTORS TO  
(A) CONTINUE THEIR EXISTING CASH  
MANAGEMENT SYSTEM, (B) HONOR  
CERTAIN PREPETITION OBLIGATIONS  
RELATED TO THE USE THEREOF,  
(C) CONTINUE INTERCOMPANY  
ARRANGEMENTS, (D) CONTINUE TO**

[□Affects PG&E Corporation](#)  
[□Affects Pacific Gas and Electric Company](#)  
[□Affects both Debtors](#)  
[\\* All papers shall be filed in the Lead Case, No. 19-30088 \(DM\).](#)

**HONOR OBLIGATIONS RELATED TO JOINT INFRASTRUCTURE PROJECTS, AND (E) MAINTAIN EXISTING BANK ACCOUNTS AND BUSINESS FORMS; AND (II) WAIVING THE REQUIREMENTS OF 11 U.S.C. § 345(b)**

INTERIM ORDER AUTHORIZING DEBTORS TO

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of 21

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1 Upon the Motion, dated January 29, 2019 (the “**Motion**”),<sup>1</sup> of PG&E Corporation (“**PG&E**  
2 **Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession  
3 (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11**  
4 **Cases**”), pursuant to sections 105(a), 345(b), 363(b), and 363(c) of title 11 of the United States Code  
5 (the “**Bankruptcy Code**”) and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure  
6 (the “**Bankruptcy Rules**”), requesting interim and final authority to (i) (a) continue operating their  
7 existing cash management system (the “**Cash Management System**”), as described in the Motion,  
8 including the continued maintenance of existing bank accounts at the Debtors’ banks (the “**Banks**”),  
9 (b) honor certain prepetition obligations related to the Cash Management System, (c) continue certain  
10 intercompany arrangements among the Debtors and certain non-Debtor affiliates and subsidiaries  
11 (the “**Non-Debtor Affiliates and Subsidiaries**”), (d) continue to honor all obligations with respect to  
12 certain Joint Infrastructure Projects, and (e) maintain existing business forms; and (ii) waive the  
13 requirements of section 345(b) of the Bankruptcy Code to the extent they apply to any of the Bank  
14 Accounts, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the  
15 Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, *Order Referring*  
16 *Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.), and Rule  
17 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District  
18 of California; and consideration of the Motion and the requested relief being a core proceeding  
19 pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§  
20 1408 and 1409; and the Court having found and determined that notice of the Motion as provided to  
21 the parties listed therein is reasonable and sufficient ~~under the circumstances~~, and it appearing that no  
22 other or further notice need be provided; and this Court having reviewed the Motion and the Wells  
23 Declaration (as amended on February 2, 2019 [Docket No. 263]); and this Court having held ~~a~~  
24 hearings ~~on~~ to consider the relief requested in the Motion on an interim and final basis; and this Court  
25 having previously entered an order granting interim relief with respect to the Motion [Docket No.  
26 209]; and this Court having determined that the legal and factual bases set forth in the Motion establish

27  
28 <sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Motion.

1 just cause for the relief granted herein; and it appearing that the relief requested in the Motion is  
2 ~~necessary to avoid immediate and irreparable harm to the Debtors and their estates as contemplated by~~  
3 ~~Bankruptcy Rule 6003, and is~~ in the best interests of the Debtors, their estates, creditors, shareholders,  
4 and all parties in interest; and upon all of the proceedings had before this Court and after due  
5 deliberation and sufficient cause appearing therefor,

6 **IT IS HEREBY ORDERED THAT:**

- 7 1. The Motion is granted on ~~an interim~~final basis, as provided herein.
- 8 2. The Debtors are authorized, but not directed, to continue to (a) maintain and manage  
9 their cash pursuant to the Cash Management System in the same manner as before the Petition Date,  
10 (b) collect and disburse cash in accordance with the Cash Management System, including  
11 Intercompany Transactions between and among the Debtors and other Non-Debtor Affiliates and  
12 Subsidiaries, (c) perform and honor all prepetition amounts owing under the PG&E Corp. CSA, the  
13 Non-Debtor CSAs, the Stan-Pac Operating Agreement, the Gill Ranch Operating Agreements, and the  
14 Joint Infrastructure Projects, in the ordinary course, and (d) make ordinary course changes to their  
15 Cash Management System, without further order of the Court.
- 16 3. Each of the Banks is authorized, but not directed, to continue to honor transfers of funds  
17 in the Bank Accounts.
- 18 4. The Debtors shall maintain accurate records of all transfers within the Cash  
19 Management System and among the Debtors and Non-Debtor Affiliates and Subsidiaries so that all  
20 postpetition transfers and transactions shall be adequately and promptly documented in, and readily  
21 ascertainable from, their books and records, to the same extent maintained by the Debtors before the  
22 Petition Date.
- 23 5. The Debtors are further authorized to (i) designate, maintain, and continue to use any or  
24 all of its existing Bank Accounts, including those listed on **Schedule 1** hereto, in the names and with  
25 the account numbers existing immediately before the Petition Date, (ii) deposit funds in, and withdraw  
26 funds from, such accounts by all usual means, including, without limitation, checks, wire transfers,  
27 ACH transfers, and other debits, (iii) pay any Bank Fees or other charges associated with the Bank  
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1 Accounts, whether arising before or after the Petition Date, and (iv) treat their prepetition Bank  
2 Accounts for all purposes as debtor in possession accounts.

3 6. The Debtors are authorized to open new bank accounts; *provided that*, all accounts  
4 opened by the Debtors on or after the Petition Date at any bank shall, for purposes of this ~~Interim~~Final  
5 Order, be deemed a Bank Account as if it had been listed on Schedule 1 annexed hereto; *provided*,  
6 *further*, that such opening shall be timely indicated on the Debtors' monthly operating reports and  
7 notice of such opening shall be provided to the United States Trustee.

8 7. All Banks with which the Debtors maintained Bank Accounts are authorized to debit  
9 the Debtors' accounts in the ordinary course of business without the need for further order of this  
10 Court for: (i) all checks or other items deposited in the Debtors' accounts with such Bank prior to the  
11 Petition Date which have been dishonored or returned unpaid for any reason, together with any fees  
12 and costs in connection therewith, to the same extent the Debtors were responsible for such items prior  
13 to the Petition Date, and (ii) all undisputed prepetition amounts outstanding as of the date hereof, if  
14 any, owed to any Bank as Bank Fees for the maintenance of or in connection with the Cash  
15 Management System, which shall include all amounts owed by the Debtors to any Bank to repay or  
16 reimburse such Bank in connection with ordinary course ACH transactions executed on behalf of or  
17 for the accounts of the Debtors.

18 8. The Banks are authorized to charge, and the Debtors are authorized and directed to pay,  
19 honor, or allow, both prepetition and postpetition fees, costs, charges, and expenses, including the  
20 Bank Fees and charge back returned items to the Bank Accounts in the ordinary course.

21 9. The Debtors are authorized and directed to pay, honor, or allow, both prepetition and  
22 postpetition Payment Processing Fees in the ordinary course.

23 10. The Banks shall not be liable to any party on account of: (i) following the Debtors'  
24 representations, instructions, or presentations as to any order of the Court (without any duty of further  
25 inquiry); (ii) the honoring of any prepetition checks, drafts, wires, or ACH transfers in a good faith  
26 belief or upon a representation by the Debtors that the Court has authorized such prepetition check,  
27 draft, wires, or ACH transfers; or (iii) an innocent mistake made despite implementation of reasonable  
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1 handling procedures.

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3 11. Nothing contained herein shall prevent the Debtors from closing any Bank Account(s)  
4 in the ordinary course and in accordance with their prepetition practices as they may deem necessary  
5 and appropriate, any relevant Bank is authorized to honor the Debtors' requests to close such Bank  
6 Accounts, and the Debtors shall give notice of the closure of any account to the United States Trustee.

7 12. [The requirements of section 345(b) of the Bankruptcy Code and the UST Guidelines  
8 are hereby waived ~~through and including the date of the final hearing set forth in Paragraph 20~~  
9 ~~hereof.~~]

10 13. The Debtors are authorized to use their existing Business Forms and not print "debtor in  
11 possession" on any of their Business Forms, and any otherwise applicable requirement that the Debtors  
12 print "debtor in possession" on any new checks ordered during the Chapter 11 Cases, or that the  
13 Debtors change their system for electronic generation of checks and Business Forms to reflect their  
14 status as debtors in possession, is hereby waived.

15 ~~14. Nothing in the Motion or this Interim Order shall be deemed to authorize the Debtors to~~  
16 ~~accelerate any payments not otherwise due prior to the Court's ultimate disposition of the Motion on a~~  
17 ~~final basis.~~

18 14. ~~15.~~ Nothing contained in this ~~Interim~~Final Order or in the Motion is intended to be or  
19 shall be construed as (a) an admission as to the validity of any claim against the Debtors, (b) a waiver  
20 of the Debtors' or any appropriate party in interest's rights to dispute any claim, or (c) an approval or  
21 assumption of any agreement, contract, program, policy, or lease under section 365 of the Bankruptcy  
22 Code. Likewise any payment made pursuant to this ~~Interim~~Final Order is not intended to be and shall  
23 not be construed as an admission to the validity of any claim or a waiver of the Debtors' rights to  
24 dispute such claim subsequently.

25 15. ~~16.~~ Notwithstanding entry of this ~~Interim~~Final Order, nothing herein shall create, nor is  
26 intended to create, any rights in favor of or enhance the status of any claim held by, any party.

27 ~~17. The requirements for immediate entry of this Interim Order pursuant to Bankruptcy Rule~~  
28 ~~6003(b) have been satisfied.~~

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18. ~~21.~~ This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this ~~Interim~~Final Order.

**\*\* END OF ORDER \*\***